

NEWELL RUBBERMAID INC

Form 8-K

March 31, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): March 26, 2009  
Newell Rubbermaid Inc.  
(Exact name of registrant as specified in its charter)**

Delaware	001-09608	363514169
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
Three Glenlake Parkway Atlanta, Georgia		30328
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: 770-418-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 26, 2009, Newell Rubbermaid Inc. (the Company ) and J.P. Morgan Securities Inc. and Banc of America Securities LLC, acting for themselves and as representatives of the other several underwriters, entered into an Underwriting Agreement (the Underwriting Agreement ) with respect to the offering and sale of unsecured and unsubordinated notes, consisting of \$300,000,000 in 10.60% Notes due 2019 (the Notes ), under the Company s Registration Statement on Form S-3 (Registration No. 333-149887). The sale closed on March 31, 2009. The purchase price paid by the underwriters was 96.942% of the aggregate principal amount. The Notes were issued pursuant to an Indenture dated as of November 1, 1995, between Newell Rubbermaid Inc. and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank (National Association)), as trustee (as filed with the Securities and Exchange Commission as Exhibit 4.1 to Company s Current Report on Form 8-K dated May 3, 1996, File No. 001-09608).

Copies of the Underwriting Agreement and the form of the Notes are filed as Exhibits 1.1 and 4.1, respectively, to this Current Report on Form 8-K, and are hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit Description

- 1.1 Underwriting Agreement, dated March 26, 2009, among Newell Rubbermaid Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC
  
  - 4.1 Form of 10.60% Note due 2019
  
  - 5.1 Opinion of Schiff Hardin LLP
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Newell Rubbermaid Inc.

*March 31, 2009*

By: */s/ Dale L. Matschullat*  
*Name: Dale L. Matschullat*  
*Title: Senior Vice President, General*  
*Counsel and*  
*Corporate Secretary*

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<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 26, 2009, among Newell Rubbermaid Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC
4.1	Form of 10.60% Note due 2019
5.1	Opinion of Schiff Hardin LLP